FORM D

04008394



UNITED STATES
ECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response16.00



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMFORM EMMILED OFFERING EXEM	
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Offering of Series B. Convertible Participating Voting Preferred Stock	
Filing Under (Check box(cs) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Iconoculture, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 244 First Avenue N., Suite 200, Minneapolis, MN 55401	Telephone Number (including Area Code) (612) 377-0087
Address of Principal Business Operations (Number and Street, City. State, Zip Code) (if different from Executive Offices) (Same as Above)	Telephone Number (Including Area Code)
Brief Description of Business	•
The Issuer provides on-line marketing services.	processed MAR 05 2004
Type of Business Organization	door marks)
corporation limited partnership, already formed other (p	please specify): MAR 05 2004
Actual or Estimated Date of Incorporation or Organization: Month Year Actual or Estimated Date of Incorporation or Organization: 1	mated THOMSON
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or 77d(6).	Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20	549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.	signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supple not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sa ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Sare to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed.	Securities Administrator in each state where sale in the exemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal e appropriate federal notice will not result in a loss of an available state exemption unle filing of a federal notice.	

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9



				BASIC IDE	NTI	FICATION DATA				
2. Enter the information re	equest	ed for the fol	llowin	ng:						
• Each promoter of the	issue	r, if the issu	er has	s been organized wit	hin t	he past five years,				
 Each beneficial owner 	havin	g the power	to vot	e or dispose, or direct	t the	vote or disposition o	of, 10%	or more of a	class	of equity securities of the issuer.
• Each executive office	r and	director of c	orpor	ate issuers and of co	rpora	ite general and mar	aging	partners of pa	rtner	ship issuers; and
• Each general and ma	nagin	g partner of	partn	ership issuers.						•
Check Box(es) that Apply:		Promoter	X	Beneficial Owner	X	Executive Officer	X	Director	<u> </u>	General and/or
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Full Name (Last name first, if	indivi	idual)								· · · · · · · · · · · · · · · · · · ·
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Full Name (Last name first, if	indivi	dual)								
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Full Name (Last name first, if	indivi	dual)								
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	Check Box(cs) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director			

Business or Residence Address (Number and Street, City, State, Zip Code)

				В	. INFORM	ATION AB	OUT OFFE	RING				
I . Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											Yes	No X
2. What is the minimum investment that will be accepted from any individual?											\$ <u>.5,0</u>	00
3. Does the offering permit joint ownership of a single unit?											Yes	No
4. Enter to commiss If a per or state	he information or sirts son to be less, list the n	ation reque milar remur isted is an a arme of the	ested for ea neration for associated p broker or o	sch person solicitatio person or a lealer. It m	who has to n of purchagent of a broomer than five	been or will sers in contoker or dea we (5) perso	Il be paid on the paid of the	r given, di th sales of s red with the ted are ass	rectly or i securities in SEC and/	ndirectly, the offer or with a s	any ing. state	
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	· [OR]	[PA]
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		e first, if ir	ndividual)	See See					. ,		s profession	
Business of	or Residen	ce Address	(Number a	and Street,	City, State	, Zip Code)	1 1 4911		e e company		
	Associated	Broker or					****	LESS.		(3860)	7 N. 182, 185. N	
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		e first. if ir	idividual)									1000 1000 1000 1000 1000 1000 1000 100
Business of	or Residen	ce Address	(Number a	ind Street,	City, State	, Zip Code)		·			
	<u> </u>			and a second	The second of the second of		200 MO N = 100 N = 1				227 33.44	
	Associated	Broker or	Dealer		4,20	An ay .		1 1 W M				
States in \	Which Pers	son Listed	Has Solicit	ed or Inter	nds to Solic	it Purchase	ers					
(Chec	ck "All Sta	tes" or chec	ck individua	al States)	***************************************				••••••	***************************************		All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]		[DC]		[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]		[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
r 1	,	r 1		rJ	(J	r - 1	,	r1	r 1	r -1	1	r = 1

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold \$ 5,100,875 Common Preferred Convertible Securities (including warrants) Other (Specify S \$ 5,100,875 Answer also in Appendix, Column 3. if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is *'none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors. Non-accredited Investors 0 \$ 0 Total (for filings under Rule 504 only) NA S N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date. in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer.

The information may be given as subject to future contingencies. If the amount of an expenditure is

L	OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PR	OCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part CQues and total expenses furnished in response to Part CQuestion 4.a. This difference is the "adjusted proceeds to the issuer."	d gross		_{\$} 5,163,375
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be us each of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the adjusted proceeds to the issuer set forth in response to Part CQuestion 4.b above.	ed for e and		
			Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees			
	Purchase of real estate.] \$	S
	Purchase, rental or leasing and installation of machinery and equipment	[] \$ <u></u>	S. S
	Construction or leasing of plant buildings and facilities] \$	S
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	🐯] \$\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\	S.
	Repayment of indebtedness			□ s
	Other (specify):		1 s	□ S
		<u> </u>	,	
	Working capital Other (specify):] S	□s
	Column Totals			
	Total Payments Listed (column totals added)			63,375
	D. FEDERAL SIGNATURE			
sign the	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) are (Print or Type)	ommission of Rule	on, upon written	
ICC	proculture; Inc	Fe	bruary <u>/3,</u> 20	004
Nar	ne of Signer (Print or Type) Title of Signer (Print or Type)	2.1		a salah yan yan sana
Da	in Frawley Chief Executive Officer	. Ti		

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)